

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS
(312) 853

DIRECT LINE: (312) 9

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

August 21, 1987

RECORDATION NO. 15153-C Filed 142b

No. 7-236A

Date AUG 24 1987

Fee \$ 10.0

ICC Washington, D.

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N. INTERSTATE COMMERCE COMMISSION
Room 2215
Washington, DC 20423

AUG 24 1987 - 9 49 AM

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.
Section 11303(a) and the regulations promulgated thereunder are
four (4) fully executed documents as follows:

Thank this used
re -
15153-C

Manufacturing Agreement Supplement No. 3
dated as of August 12, 1987, a secondary
document, supplementing the Manufacturing
Agreement dated as of January 14, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

TYPE	AAR Mechanical Designation	No. of Units	Marked*	Numbered	Contr
5-platform con- tainer well cars	FC	52	DTTX	62576-62607 62631-62650	T-608

* All units will have marked on each side the following legend
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

AUG 24 9 44 AM '87
NOTES OPERATING UNIT

Handwritten signature: Harold C. Ramsey

Honorable Noreta R. McGee
August 21, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 3 being recorded are as follows:

- (1) Manufacturing Agreement dated January 14, 1987, recorded on January 20, 1987, at 9:45 a.m., recordation number 15153.
- (2) Manufacturing Agreement Supplement No. 1 dated April 1, 1987, recorded April 8, 1987, at 1:10 p.m., recordation number 15153-A
- (3) Manufacturing Agreement Supplement No. 2 dated May 4, 1987, recorded May 14, 1987, at 12:15 p.m., recordation number 15153-B.

A short summary of the Manufacturing Agreement Supplement #3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 3 dated August 12, 1987, covering 5-platform container well cars numbered 62576-62607 and 62631-62650."

Once the filing has been made, please retain one copy and return the remaining stamped counterpart and transmittal letter copy to the undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kkb

Enclosures

AUG 24 1987 -9 48 AM

MANUFACTURING AGREEMENT SUPPLEMENT #3 dated as of August 1 1987, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of January 14, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written

THRALL CAR MANUFACTURING COMPANY

By: George S. Mohr
Vice President

(Corporate Seal)

ATTESTATION:

P. H. Leubner
Assistant Secretary

TRAILER TRAIN COMPANY

By: [Signature]
Vice President and Treasurer

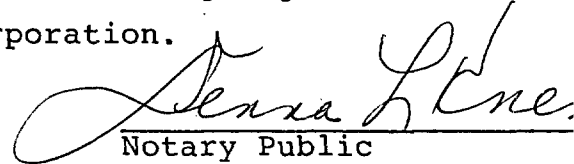
(Corporate Seal)

ATTESTATION:

Thomas B. Mason
Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 14TH day of AUGUST, 1987, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

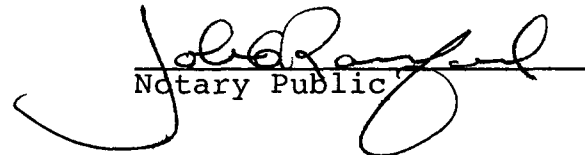

Notary Public

(NOTARIAL SEAL)

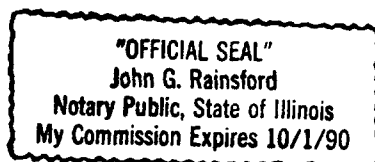
DENZA L. KNEZ
Notary Public - State of Illinois
Commissioned in Cook County
My Commission Expires January 16, 1989

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 12th day of August, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #3

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>S (N</u>
DTTX	32	62576-62607	\$	\$	Aug.-Sept.'87	
DTTX	20	62631-62650			Aug.-Sept.'87	

Item 2: December 31, 1987

Item 3: To be determined

Item 4: 26th and State Street
Chicago Heights, IL 60411